



Order Filed on May 31, 2023
by Clerk
U.S. Bankruptcy Court
District of New Jersey

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

**Caption in Compliance with D.N.J. LBR 9004-1(b)
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Attorneys for Debtors and Debtors in Possession

In re:

BLOCKFI INC., *et al.*,

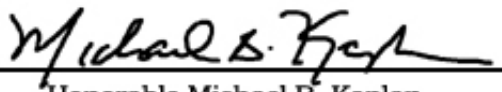
Debtors¹

Chapter 11
Case No. 22-19361 (MBK)
Jointly Administered
Hearing Date and Time:

**ORDER APPROVING THE REJECTION OF EXECUTORY
CONTRACTS AND LEASES**

The relief set forth on the following pages, numbered two (2) through three (3) and Schedule 1, is hereby **ORDERED**.

DATED: May 31, 2023


Honorable Michael B. Kaplan
United States Bankruptcy Judge

(Page 2)

Debtors: BlockFi Inc.

Case No. 22-19361(MBK)

Caption of Order: ORDER APPROVING DEBTORS' REJECTION OF
EXECUTORY CONTRACTS AND LEASES

Pursuant to and in accordance with the *Order Authorizing and Approving Procedures for Rejection of Executory Contracts and Unexpired Leases* [Docket No. 302] (the “Rejection Procedures Order”);¹ and the Court having jurisdiction over this matter pursuant to 28 U.S.C. § 157 and 1334; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of these cases and this matter is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Debtors having properly filed and served a “Notice of Rejection of Executory Contracts and/or Unexpired Leases” [Docket No. 867] (the “Rejection Notice”) in accordance with the terms of the Rejection Procedures Order in respect of the rejection of the executory contracts (the “Contracts”) and/or unexpired leases (the “Leases”) set forth on Schedule 1 hereto; and no timely objections having been filed to the rejection of the Contracts and Leases; and it appearing that due and adequate notice of the Rejection Procedures Order and the Rejection Notice has been given, and that no other or further notice need be given; and the Court having determined that the rejections provided for herein are an appropriate exercise of the Debtors’ business judgment; and after due deliberation, and good and sufficient cause appearing therefor, it is hereby **ORDERED:**

1. Contracts and Leases listed on **SCHEDULE 1** hereto are hereby rejected effective as of the dates set forth for such Contracts and Leases listed on **SCHEDULE 1** hereto (the “Rejection Date”).

2. The rights of the Debtors and their estates to assert that the Contracts and Leases are rejected hereby expired by their own terms or were terminated prior to the date hereof and fully preserved, and the Debtors and their estates do not waive any rights or claims that they may have

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Rejection Procedures Order.

(Page 3)

Debtors: BlockFi Inc.

Case No. 22-19361(MBK)

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EXECUTORY CONTRACTS AND LEASES

with respect or against the counterparties to such Contracts and Leases, whether or not such rights or claims arise under, are related to the rejection of, or are independent of the Contracts and Leases rejected hereby.

3. If any affected counterparty subject to this Order (a "Rejection Claimant") asserts a claim or claims against the Debtors and their estates arising from the rejection of the Contracts and Leases, such Rejection Claimant shall submit a proof of claim on or before the later of (i) the deadline for filing proofs of claims established by the Court in these Chapter 11 Cases or (ii) thirty (30) days after the date of entry of this Order. If no proof of claim is timely filed, such claimant shall not be treated as a creditor with respect to such claims for voting on any Chapter 11 plan in these Chapter 11 Cases and shall be forever barred from asserting a claim for rejection damages and from participating in any distribution that may be made in connection with the Debtors' bankruptcy cases.

4. The Debtors are authorized to take any action necessary or appropriate to implement the terms of this Order and the rejections without further order from this Court.

5. This Court shall retain exclusive jurisdiction and power to resolve any dispute arising from or related to this Order.

SCHEDULE 1

SCHEDULE 1

CONTRACTS TO BE REJECTED			
Counterparty	Counterparty Address and Email	Title/Description of Contract¹	Rejection Date
820 18th Ave South Tenant LLC ("WeWork")	818 18th Avenue South Nashville, TN 37203	Membership Agreement	5/11/2023
Ably Realtime Ltd.	228 Park Ave S. PMB 22154 New York, NY 10003 legal@ably.com	Enterprise Solution Agreement	5/11/2023
Accertify, Inc.	2 Pierce Place, Suite 900 Itasca, IL 60143 AND 201 S. Biscayne Blvd. Suite 1420 Miami, FL 33131	Master Terms and Conditions and Order Form	5/11/2023
Acclime Singapore Pte. Ltd.	583 Orchard Road, #06-01 Forum, Singapore 238884 Singapore	Engagement Letter	5/11/2023
Ada Support Inc.	96 Spadina Ave Unit 801 Toronto, ON M5V 2J6 Canada	Ada Services Agreement	5/11/2023
Anchorage Digital Bank N.A.	Anchorage Digital Bank N.A. 4901 S. Isabel Place, Suite 200 Sioux Falls, South Dakota 57108 legal@anchorage.com and nathan@anchorage.com	Master Custody Service Agreement	5/11/2023
Arcane Crypto AS	Arcane Crypto AS Munkedamsveien 45, 0250 OSLO Norway el@arcanecrypto.no AND Postboks 1329 Vika Oslo 0112 Norway bendik@arcane.no	Agreement to Purchase Research Content	5/11/2023

¹ The inclusion of a Contract on this list does not constitute an admission as to the executory or non-executory nature of the Contract, or as to the existence or validity of any claims held by the counterparty or counterparties to such Contract.

Axis Analytics, LLC d/b/a Axis Group	Attention: Legal Affairs 100 Abernathy Road, Suite 800, Atlanta, Georgia 30328	Master Services Agreement and Statement of Work	5/11/2023
Bandalier Inc.	12 West 71st Street, New York, NY 10023 AND 224 West 35th Street, PMB 152, New York, NY 10001 jeremy@bandalier.com	Contract and Project Orders	5/11/2023
Beacon Platform Incorporated	Attn: Aliya Haider, General Counsel 5 Hanover Square, 20th Floor, Suite 2001 New York, NY 10004 USA aliya.haider@beacon.io and Legal@Beacon.io	Platform License Agreement and Amendment	5/11/2023
BitOoda Holdings Inc.	351 Newbury Street, 2nd Floor, Boston, MA 02115	Research Services Subscription Agreement and Order Form	5/11/2023
Blockware Solutions LLC	3800 N. Lamar Blvd., Suite 200 Austin, TX 78756 mason@blockwaresolutions.com	Consulting Services Agreement and Statement of Work	5/11/2023
Bloomberg Finance L.P.	Bloomberg L.P. operating agent of Bloomberg Finance 731 Lexington Avenue New York, NY 10022	Agreement, Master Services Agreement, and B-Pipe Schedule of Services	5/11/2023
Built In, Inc.	203 N LaSalle St, Suite 2200 Chicago, IL 60601	Services Agreement and Order Form	5/11/2023
CoderPad, Inc.	44 Montgomery Street, 3rd Floor, San Francisco, CA 94104	Monthly Subscription and Terms of Service	5/11/2023
Cohen & Company, Ltd.	1350 Euclid Ave., Suite 800 Cleveland, OH 44115	Engagement Letter and Amendment	5/11/2023
Coin Metrics Inc.	Attn: Tim Rice 125 High Street, Suite 220, Boston, MA, 02110 tim@coinmetrics.io	Master Services Agreement and Order Form	5/11/2023

Coinbase Custody Trust Company, LLC	200 Park Avenue South, Suite 1208, New York, NY 10003	Custody Custodial Services Agreement	5/11/2023
Computacenter Fusionstorm Inc. aka Computacenter United States Inc.	Attn. General Counsel One University Avenue, Suite 102, Westwood, MA 02090	Master Services Agreement, Buy and Store Agreement	5/11/2023
Confluent, Inc.	899 West Evelyn Mountain View, CA 94041	Cloud Services Agreement	5/11/2023
Culture Amp	Legal Department, Level 2, 29 Stewart St, Richmond VIC 3121 Australia legal@cultureamp.com	General Terms and Service Order	5/11/2023
Databricks, Inc.	160 Spear St, Suite 1300, San Francisco, CA 94105	Master Cloud Platform Services - Order Form	5/11/2023
Donnelley Financial Solutions (DFIN)	DFIN Legal Department 35 West Wacker Drive, Chicago, IL 60601 amy.b.braun@dfinsolutions.com	Subscription Order Form, BlockFi IPO Proposal	5/11/2023
Dosh Holdings LLC	675 Ponce de Leon Avenue, Suite 6000, Atlanta, GA 30308	Program & License Agreement	5/11/2023
Dovetail Digital Ltd.	Shed 8, City Works Depot, 77 Cook Street, Auckland 1010, New Zealand jeremy.kiel@dovetailstudios.com nik.wakelin@dovetailstudios.com	Master Services Agreement and Retainer	5/11/2023
Duco Technology, Inc.	29 Clerkenwell Road Att: Legal London EC1M 5RN United Kingdom legal@du.co	Terms of Service, Statement of Service and Service Order	5/11/2023
eFinancial Careers Limited	Telephone House, 69-77 Paul Street, London, EC2A 4NW, UK	Essential Campaign, Database Access and Job Slots	5/11/2023
Exiger Diligence, Inc.	Exiger Diligence, Inc. c/o Exiger LLC, 1675 Broadway, 15th Floor, New York, NY 10019	Due Diligence Research Letter of Engagement	5/11/2023

First at Edifi, a division of First & 42nd, Inc.	c/o Diane Henry 525 Market St., San Francisco, CA 94104 Diane.Henry@edifi-dje.com AND Office of the General Counsel Daniel J. Edelman Holdings, Inc. 200 East Randolph Drive Chicago, IL 60601 shan.bhati@edelman.com peter.petros@edelman.com	Master Services Agreement, Statement of Work, Amended Statement of Work	5/11/2023
Graphistry, Inc.	610 Shotwell St., #3 San Francisco, CA 94110 info@graphistry.com	Enterprise Contract for AWS Marketplace, Master Services Agreement	5/11/2023
Greenhouse Software, Inc.	18 W. 18th Street New York, NY 10011	Master Subscription Agreement	5/11/2023
HireRight, LLC	3349 Michelson Drive, Suite 150 Irvine, CA 92612 Attn: Legal Department	Master Service Agreement	5/11/2023
Hound Technology, Inc. d/b/a/ Honeycomb	944 Market St., 6th floor, San Francisco, CA 94102	Master Services & Data Processing Agreement and Order Form	5/11/2023
HubSpot Inc.	25 First Street, 2nd Floor, Cambridge, MA 02141 Attention: General Counsel	Order for Marketing and Sales Hub	5/11/2023
Impact Tech. Inc.	Attn: Legal Department 223 East De La Guerra Street, Santa Barbara, CA 93101	Master Subscription & Services Agreement	5/11/2023
IPQualityScore LLC	600 Brickell Ave, Suite 3500 Miami, Florida 33131	Client Agreement	5/11/2023
Ironclad, Inc.	71 Stevenson Street, #600 San Francisco, CA 94105	Enterprise Services Agreement and Order Forms	5/11/2023
IW Group Services (UK) Limited	Colliers International Rating UK LLP, Managing Representative, 50 George St, London, W1U7GA UK	Terms & Conditions and Office Agreement	5/11/2023

KPMG, LLP	Attn: Brian Consolvo 1021 E. Cary St. #2000 Richmond, VA 23219 AND KPMG LLP Office of General Counsel 345 Park Avenue New York, New York 10154 Attention: General Counsel	Master Professional Services Agreement and Statement of Work	5/11/2023
LevelUp Consulting Partners, LLC	100 SE Third Avenue, Suite 1000 Fort Lauderdale, FL 33394	Master Service Agreement and Statement of Work	5/11/2023
LexisNexis	Attn: Chief Legal Officer, 9443 Springboro Pike, Miamisburg, OH 45342	Master Agreement	5/11/2023
LinkedIn Corp.	1000 W. Maude Avenue, Sunnyvale, CA 94085 USA	Subscription Agreement and Order Form	5/11/2023
Mambu Americas Inc.	201 S Biscayne Blvd Suite 1420 Miami, FL 33131-4332 legal@mambu.com	Master Service Agreement and Statement of Work	5/11/2023
MicroSourcing International Ltd.	Att: Charles Allnutt Level 27, World Wide House, 19 Des Voeux Road, Central Hong Kong charles.allnutt@microsourcing.com	Master Services Agreement	5/11/2023
Monday.com Ltd	Attn: General Counsel 52 Menachem Begin Road, Tel Aviv, 6713701, Israel legal@monday.com	Order Form for Work-OS Enterprise Plan	5/11/2023
Namify, LLC d/b/a Axomo	280 West 900 North, Springville, UT 84663	Services Agreement	5/11/2023
NinjaRMM	26750 US Highway 19 North Suite 510 Clearwater, FL 33761	Agreement	5/11/2023
Osler, Hoskin & Harcourt LLP	Suite 2700, Brookfield Place 225 – 6th Avenue S.W. Calgary, Alberta Canada T2P 1N2 AND 1 First Canadian Place, PO Box 50, Toronto, ON M5X 1B8 Canada	Engagement Letter	5/11/2023

Pageant Media Limited (d/b/a With Intelligence)	With Intelligence One London Wall, London, EC2Y 5EA, UK AND Bourne House 23 Hinton Road Bournemouth BH1 2EF UK	Purchase Order for Software Subscription	5/11/2023
Pentagram Design, Inc.	250 Park Avenue South, 12th Floor New York, NY 10003	Master Services Agreement	5/11/2023
Postie, Inc.	578 Washington Blvd, Suite 380, Marina Del Ray, CA 90292 legal@postie.com	SAAS Agreement	5/11/2023
Postman, Inc.	55 2nd Street, Suite 300 San Francisco, CA 94105	Quote/Order Form	5/11/2023
PrepDD, Inc.	1618 W Augusta Blvd, Unit 2, Chicago, IL 60622	Subscription Agreement	5/11/2023
Quadriga, Inc. d/b/a Taller Technologies	1 Sansome St. Ste. 3500, San Francisco, CA 94104 Attn: Christophe Christophe.kolb@tallertechnologies.com AND 1 Sansome St. Ste. 3500, San Francisco, CA 94104 Attn: Chief Legal Officer joel.linderorth@tallertechnologies.com	Master Services Agreement	5/11/2023
Realtime Board Inc., d/b/a Miro	201 Spear Street, Suite 1100 San Francisco, CA 94105 Attention: Legal Department legal@miro.com	Master Cloud Agreement and Order Form	5/11/2023
Retool, Inc.	1550 Bryant St, 8th Floor, San Francisco, CA 94103	SaaS Agreement and Master Professional Services Agreement	5/11/2023
Salesforce.com, Inc.	Salesforce Tower, 415 Mission Street, 3rd Floor, San Francisco, California, 94105 attn: VP, Worldwide Sales Operations AND Salesforce Tower, 415 Mission Street, 3rd Floor, San Francisco, California, 94105 attn: General Counsel	Master Subscription Agreement and Order Form	5/11/2023

Sentilink Corp.	33 New Montgomery Street, Suite 500 San Francisco, CA 94105 legal.notices@sentilink.com	Order Form and Terms and Conditions	5/11/2023
Smartly, Inc. (dba Bonusly)	2755 Canyon Blvd., Boulder, CO 80302	Services Agreement	5/11/2023
SML Consulting Services, Inc.	15 Coach Lane Syosset, NY 11791 birna.kane@gmail.com	Consulting Agreement	5/11/2023
Snyk, Inc.	100 Summer Street, 7th Floor, Boston, MA 02110 legal@snyk.io	Enterprise Master Service Agreement	5/11/2023
Sovos Compliance, LLC	Attn: Legal Department 200 Ballardvale Street, Building 1, 4th Floor Wilmington, MA 01887	Engagement Letter and Master Subscription License and Services Agreement	5/11/2023
Sprinklr, Inc.	29 West 35th Street, 7th Floor, New York, NY 10001 USA	Master Services Agreement and Order Forms	5/11/2023
Tableau Software LLC	Legal Department 1621 N 34th St. Seattle, WA 98103 legal@tableau.com	End User License Agreement and Order Form	5/11/2023
Talkdesk, Inc.	Attn: General Counsel, Legal Department 388 Market St., Suite 1300 San Francisco, CA 94111 legal@talkdesk.com	Master Subscription Agreement	5/11/2023
The Block Crypto, Inc.	400 Lafayette St New York, New York, 10003 AND One Curiosity Way San Mateo, CA 94403	Insertion Order	5/11/2023
Tropic Technologies, Inc.	28 West 25th Street, Floor 11 New York, NY 10010	Procurement and Sourcing Services Agreement	5/11/2023
Unqork Inc.	Attention: David Sullivan, COO 114 Fifth Avenue, 6th Floor, New York, NY 10011 sulli@unqork.com AND Lori Hoberman Hoberman Law Group PLLC 85 Fifth Avenue, 4th Floor, New York, NY 10003 lori@hobermanlawgroup.com	Software as a Service (SaaS) Agreement	5/11/2023

UserTesting, Inc.	144 Townsend Street, San Francisco, CA 94107	Order Forms	5/11/2023
Virtru	1130 Connecticut Ave NW, Suite 210, Washington, DC 20036	Subscription Agreement and Order Form	5/11/2023
WorkRamp, Inc.	101 Jefferson Drive, Floor 19 Menlo Park, CA 94025	Master Service Agreement and Order Form	5/11/2023
Zendesk	989 Market Street, San Francisco, California 94103 Attn: Legal Department legalnotice@zendesk.com	Master Subscription Agreement and Order Forms	5/11/2023